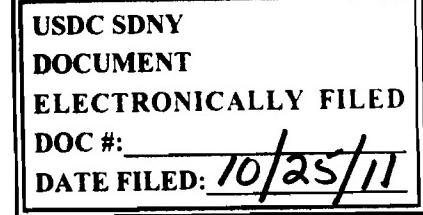


UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK

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DEUTSCHE BANK TRUST COMPANY AMERICAS, in : Civil Action
its capacity as successor indenture trustee for certain series :
of Senior Notes, *et al.* :
Plaintiffs, : Case No. 1:11-CV-4784
: (RJH)
: vs. :
: :
ADALY OPPORTUNITY FUND TD SECURITIES INC. :
C/O ADALY, et al., :
: Defendants. :
: :
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Upon consideration of plaintiffs' Motion for Limited Withdrawal and Limited Substitution of Counsel [297] (the "Motion"), which superseded plaintiff's prior motion [76], plaintiffs having shown good cause for the requested relief, it is hereby ORDERED that:

(i) Plaintiffs' Motion is GRANTED and the law firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") is permitted to withdraw as counsel for Plaintiffs *solely* with respect to claims asserted against the following defendants: Bell Atlantic Master Trust; Commerz Markets LLC; Dresdner Bank, AG; Commerzbank AG; Citi GoldenTree, Ltd.; GoldenTree Asset Management LP; GoldenTree Master Fund II, Ltd.; GoldenTree Master Fund Ltd.; GoldenTree Multistrategy Offshore Fund; GoldenTree Multistrategy, Ltd.; Robeco Institutional Asset Management BV; Robeco Investment Management, Inc.; Citigroup Securities Services Inc.; Drawbridge Global Macro Master Fund Ltd.; Dreyfus S&P 500 Stock Index Fund; Strategic Funds, Inc.; Dreyfus Active Midcap Fund; Dreyfus/Laurel Funds Inc.; Dreyfus Basic S&P 500 Stock Index Fund; Dreyfus Index

Funds, Inc.; Dreyfus Stock Index Funds, Inc.; Flexible US Equity Managers; Portfolio 1 Offshore Master LP LSV; Flexible US Equity Managers Portfolio 1 LLC; Homeland Insurance Company Of New York; Loeb Arbitrage Management LP; Michael Loeb; M&T Bank f/k/a Manufacturers & Traders Trust Co; Madison Square Large-Cap Enhanced Index Fund LP f/k/a NYLIM Large-Cap Enhanced Index Fund LP (a/k/a NYLIM-QS Large Cap Enhanced Fund LP); Pacific Select; Pacific Select Fund; Spear Leeds and Kellogg; FolksAmerica Reinsurance Company; White Mountains Re Bermuda Ltd.; White Mountains Reinsurance Company of America; Citadel Equity Fund Ltd.; Leeds Management Services (Cayman) Ltd.; Citadel LLC f/k/a Citadel Investment Group, L.L.C.; Neuberger Berman Inc.; Nomura Securities International, Inc.; Blackport Capital Fund Ltd.; University of Toronto Master Trust; The Blackstone Group LP; Governing Council of the University of Toronto; Labranche & Co. LLC; Labranche Structured Products LLC; Stichting Pensioenfonds ABP; Stichting Pensioenfonds Hoogovens; Stichting Pensioenfonds Océ; Stichting Pensioenfonds Zorg En Welzijn; QES QVT Fund LP; Quintessence Fund, LP; QVT Financial LP; QVT Fund; B Trade Services LLC; The Royal Bank of Scotland, N.V. f/k/a Stichting Pensioenfonds van de ABN AMRO; Mitsubishi UFJ Asset Mgmt #XX8364 (Through Master Trust Bank of Japan) c/o Bank of Tokyo-Mitsubishi UFJ Trust Company; Master Trust Bank of Japan Ltd.; Bank of Tokyo-Mitsubishi UFJ Trust Company; Mitsubishi UFJ Asset Management Ltd.; Mitsubishi UFJ; and ABN AMRO Clearing Chicago, LLC f/k/a Fortis Clearing Americas, LLC;

(ii) The law firm of Friedman Kaplan Seiler & Adelman LLP is permitted to substitute Akin Gump as counsel for Plaintiffs in this action *solely* with respect to the claims asserted against the following defendants: Bell Atlantic Master Trust; Commerz Markets LLC; Dresdner Bank, AG; Commerzbank AG; Citi GoldenTree, Ltd.; GoldenTree Asset Management LP; GoldenTree Master Fund II, Ltd.; GoldenTree Master Fund Ltd.; GoldenTree Multistrategy Offshore Fund; GoldenTree Multistrategy, Ltd.; Robeco Institutional Asset Management BV; Robeco Investment Management, Inc.; Citigroup Securities Services Inc.; Drawbridge Global Macro Master Fund Ltd.; Dreyfus S&P 500 Stock Index Fund; Strategic Funds, Inc.; Dreyfus Active Midcap Fund; Dreyfus/Laurel Funds Inc.; Dreyfus Basic S&P 500 Stock Index Fund; Dreyfus Index Funds, Inc.; Dreyfus Stock Index Funds, Inc.; Flexible US Equity Managers; Portfolio 1 Offshore Master LP LSV; Flexible US Equity Managers Portfolio 1 LLC; Homeland Insurance Company Of New York; Loeb Arbitrage Management LP; Michael Loeb; M&T Bank f/k/a Manufacturers & Traders Trust Co; Madison Square Large-Cap Enhanced Index Fund LP f/k/a NYLIM Large-Cap Enhanced Index Fund LP (a/k/a NYLIM–QS Large Cap Enhanced Fund LP); Pacific Select; Pacific Select Fund; Spear Leeds and Kellogg; FolksAmerica Reinsurance Company; White Mountains Re Bermuda Ltd.; White Mountains Reinsurance Company of America; Citadel Equity Fund Ltd.; Leeds Management Services (Cayman) Ltd.; Citadel LLC f/k/a Citadel Investment Group, L.L.C.; Neuberger Berman Inc.; Nomura Securities International, Inc.; Blackport Capital Fund Ltd.; University of Toronto Master Trust; The Blackstone Group LP; Governing Council of the University of Toronto; Labranche & Co. LLC; Labranche Structured

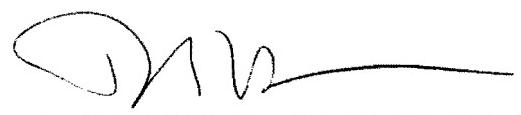
Products LLC; Stichting Pensioenfonds ABP; Stichting Pensioenfonds Hoogovens; Stichting Pensioenfonds Océ; and Stichting Pensioenfonds Zorg En Welzijn;

(iii) The law firm of Kasowitz, Benson, Torres & Friedman LLP is permitted to substitute Akin Gump as counsel for Plaintiffs in this action *solely* with respect to the claims asserted against the following defendants: QES QVT Fund LP; Quintessence Fund, LP; QVT Financial LP; QVT Fund; B Trade Services LLC; and The Royal Bank of Scotland, N.V. f/k/a Stichting Pensioenfonds van de ABN AMRO;

(iv) The law firm of Aronauer, Re & Yudell, LLP is permitted to substitute Akin Gump as counsel for Plaintiffs in this action *solely* with respect to the claims asserted against the following defendants: Mitsubishi UFJ Asset Mgmt #XX8364 (Through Master Trust Bank of Japan) c/o Bank of Tokyo-Mitsubishi UFJ Trust Company; Master Trust Bank of Japan Ltd.; Bank of Tokyo-Mitsubishi UFJ Trust Company; Mitsubishi UFJ Asset Management Ltd.; Mitsubishi UFJ; and ABN AMRO Clearing Chicago, LLC f/k/a Fortis Clearing Americas, LLC.

SO ORDERED.

Dated: New York, New York
October 24, 2011



Richard J. Holwell
United States District Judge